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REFERENCE : 734038 4338256

AUTHORIZATION :

Patricia Pizito

COST LIMIT : \$ 70.00

ORDER DATE : March 9, 1998

ORDER TIME : 9:37 AM

ORDER NO. : 734038-010

CUSTOMER NO: 4338256

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CUSTOMER: Laura-jayne Urso, Legal Asst
Kirkland & Ellis
Citicorp Center, 39th Floor
153 East 53rd
New York, NY 100224675

FOREIGN FILINGS

NAME: WEST KENDALL REIT, INC.

FILE FIRST

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Deborah Schroder

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APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACTION BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS
SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACTION BUSINESS IN THE
STATE OF FLORIDA:

1. West Kendall REIT, Inc.
(Name of corporation: must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or
abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person
or partnership if not so contained in the name at present.)

2. Delaware 3. Pending
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. December, 1997 5. perpetual
(Date of Incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. Upon filing of certificate
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.155, F.S.)

7. c/o The Rouse Company

10275 Little Patuxent Parkway, Columbia, MD 21044-3456
(Current mailing address)

8. Please see attached Annex A
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)

9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box NOT
acceptable)

Name: Corporation Service Company

Office Address: 1201 Hays Street

Tallahassee, Florida, 32301
(Zip Code)

10. Registered agent's acceptance:

Having been named as registered agent and to accept service of process for the above stated
corporation at the place designated in this application, I hereby accept the appointment as
registered agent and agree to act in this capacity. I further agree to comply with the provisions
of all statutes relative to the proper and complete performance of my duties, and I am familiar
with and accept the obligations of my position as registered agent.

Corporation Service Company

By: Carol K. Dale
(Registered agent's signature)

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to
delivery of this application to the Department of State, by the Secretary of State or other
official having custody of corporate records in the jurisdiction under the law of which it is
incorporated.

12. Names and addresses of officers and/or directors: (Street address **ONLY**- P.O. Box **NOT** acceptable)

A. DIRECTORS (Street address only- P.O. Box NOT acceptable)

Chairman: Please see attached Annex B

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS (Street address only- P.O. Box NOT acceptable)

President: Please see attached Annex C

Address: _____

Vice President: _____

Address: _____

Secretary: _____

Address: _____

Treasurer: _____

Address: _____

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NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. _____

(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application.)

14. _____

Michael J. Bryant, Vice President

(Typed or printed name and capacity of person signing application)

**ANNEX A
PURPOSE**

The sole purpose for which the Corporation is formed is to form and hold an interest in West Kendall Mall, L.P., a Delaware limited partnership (the "Partnership") and any successor thereto, and to form and hold interests in such other entities and engage in acts or activities which may be required or beneficial in furtherance of said purpose; provided, however, that the Corporation has been formed to qualify as a real estate investment trust as defined in Section 856 of the Internal Revenue Code of 1986, as amended from time to time (the "Code"), that is "domestically controlled" for purposes of Section 897(h) of the Code (a "REIT") and will not engage in any act or activity that is inconsistent with its continuing qualification as a REIT.

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ANNEX B
DIRECTORS

Anthony W. Deering
THE ROUSE COMPANY
10275 Little Patuxent Parkway
Columbia, MD 21044-3456

Robert Minutoli
THE ROUSE COMPANY
10275 Little Patuxent Parkway
Columbia, MD 21044-3456

Jerome D. Smalley
THE ROUSE COMPANY
10275 Little Patuxent Parkway
Columbia, MD 21044-3456

Paul S. Chehab
IVANHOE, INC.
World Trade Centre Montreal
413 St. Jacques Street
Montreal, Québec H2Y 3Z4, Canada

E. Claude Molleur
IVANHOE, INC.
World Trade Centre Montreal
413 St. Jacques Street
Montreal, Québec H2Y 3Z4, Canada

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ANNEX C
OFFICERS

Anthony W. Deering
THE ROUSE COMPANY
10275 Little Patuxent Parkway
Columbia, MD 21044-3456

Chairman

Douglas A. McGregor
THE ROUSE COMPANY
10275 Little Patuxent Parkway
Columbia, MD 21044-3456

Executive Vice-President

Duke S. Kassolis
THE ROUSE COMPANY
10275 Little Patuxent Parkway
Columbia, MD 21044-3456

Senior Vice-President

Paul I. Latta, Jr.
THE ROUSE COMPANY
10275 Little Patuxent Parkway
Columbia, MD 21044-3456

Senior Vice-President

Robert Minutoli
THE ROUSE COMPANY
10275 Little Patuxent Parkway
Columbia, MD 21044-3456

Senior Vice-President

Robert D. Riedy
THE ROUSE COMPANY
10275 Little Patuxent Parkway
Columbia, MD 21044-3456

Senior Vice-President

Alton J. Scavo
THE ROUSE COMPANY
10275 Little Patuxent Parkway
Columbia, MD 21044-3456

Senior Vice-President

Jerome D. Smalley
THE ROUSE COMPANY
10275 Little Patuxent Parkway
Columbia, MD 21044-3456

Senior Vice-President

Jeffrey H. Donahue
THE ROUSE COMPANY
10275 Little Patuxent Parkway
Columbia, MD 21044-3456

Senior Vice-President & Chief Financial Officer

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George L. Yungman
THE ROUSE COMPANY
10275 Little Patuxent Parkway
Columbia, MD 21044-3456

Senior Vice-President & Controller

Bruce I. Rothschild
THE ROUSE COMPANY
10275 Little Patuxent Parkway
Columbia, MD 21044-3456

Vice-President, General Counsel & Secretary

Patricia H. Dayton
THE ROUSE COMPANY
10275 Little Patuxent Parkway
Columbia, MD 21044-3456

Vice-President & Treasurer

Anthony F. Albanese
THE ROUSE COMPANY
10275 Little Patuxent Parkway
Columbia, MD 21044-3456

Vice-President

Laurin B. Aukew, Jr.
THE ROUSE COMPANY
10275 Little Patuxent Parkway
Columbia, MD 21044-3456

Vice-President

William D. Boden
THE ROUSE COMPANY
10275 Little Patuxent Parkway
Columbia, MD 21044-3456

Vice-President

Laurence A. Brocato
THE ROUSE COMPANY
10275 Little Patuxent Parkway
Columbia, MD 21044-3456

Vice-President

Michael J. Bryant
THE ROUSE COMPANY
10275 Little Patuxent Parkway
Columbia, MD 21044-3456

Vice-President

Robert M. Byrne
THE ROUSE COMPANY
10275 Little Patuxent Parkway
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Vice-President

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Holly G. Edington
THE ROUSE COMPANY
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Vice-President

Paul C. Fickinger
THE ROUSE COMPANY
10275 Little Patuxent Parkway
Columbia, MD 21044-3456

Vice-President

Thomas M. Fitzpatrick
THE ROUSE COMPANY
10275 Little Patuxent Parkway
Columbia, MD 21044-3456

Vice-President

Jack R. Greenberg
THE ROUSE COMPANY
10275 Little Patuxent Parkway
Columbia, MD 21044-3456

Vice-President

Monty C. Leonard
THE ROUSE COMPANY
10275 Little Patuxent Parkway
Columbia, MD 21044-3456

Vice-President

Melanie M. Lundquist
THE ROUSE COMPANY
10275 Little Patuxent Parkway
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Vice-President

Joel A. Manfredo
THE ROUSE COMPANY
10275 Little Patuxent Parkway
Columbia, MD 21044-3456

Vice-President

Kenneth M. Marty
THE ROUSE COMPANY
10275 Little Patuxent Parkway
Columbia, MD 21044-3456

Vice-President

Joseph H. Necker, Jr
THE ROUSE COMPANY
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Vice-President

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Michael L. Podracky
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Vice-President

Mark W. Polivka
THE ROUSE COMPANY
10275 Little Patuxent Parkway
Columbia, MD 21044-3456

Vice-President

John R. Ragland
THE ROUSE COMPANY
10275 Little Patuxent Parkway
Columbia, MD 21044-3456

Vice-President

Paul S. Chehab
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World Trade Centre Montreal
413 St. Jacques Street
Montreal, Québec H2Y 3Z4, Canada

Vice-President

E. Claude Molleur
IVANHOE, INC.
World Trade Centre Montreal
413 St. Jacques Street
Montreal, Québec H2Y 3Z4, Canada

Vice-President

Ronald M. Kirshner
IVANHOE, INC.
World Trade Centre Montreal
413 St. Jacques Street
Montreal, Québec H2Y 3Z4, Canada

Vice-President

Ruben A. Roca
THE ROUSE COMPANY
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Vice-President

Paul D. Tercilla
THE ROUSE COMPANY
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Vice-President

Marlene P. Wienberg
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Vice-President

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Karen C. Weir
THE ROUSE COMPANY
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Vice-President

Ronald C. Wickwire
THE ROUSE COMPANY
10275 Little Patuxent Parkway
Columbia, MD 21044-3456

Vice-President

B. Owen Williams
THE ROUSE COMPANY
10275 Little Patuxent Parkway
Columbia, MD 21044-3456

Vice-President

Gary M. Rivers
THE ROUSE COMPANY
10275 Little Patuxent Parkway
Columbia, MD 21044-3456

Vice-President & Controller

Holly J. Stagmer
THE ROUSE COMPANY
10275 Little Patuxent Parkway
Columbia, MD 21044-3456

Vice-President & Assistant Controller

John J. Szymanski
THE ROUSE COMPANY
10275 Little Patuxent Parkway
Columbia, MD 21044-3456

Vice-President & Assistant Controller

Kathleen E. Barry
THE ROUSE COMPANY
10275 Little Patuxent Parkway
Columbia, MD 21044-3456

Vice-President & Associate General Counsel & Assistant Secretary

Richard E. Galen
THE ROUSE COMPANY
10275 Little Patuxent Parkway
Columbia, MD 21044-3456

Vice-President & Associate General Counsel & Assistant Secretary

Gordon M. Glenn
THE ROUSE COMPANY
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Vice-President & Associate General Counsel & Assistant Secretary

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Jeffrey C. Palkovitz
THE ROUSE COMPANY
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Columbia, MD 21044-3456

Assistant Secretary

Donna M. Sills
THE ROUSE COMPANY
10275 Little Patuxent Parkway
Columbia, MD 21044-3456

Assistant Secretary

Beverly J. White
THE ROUSE COMPANY
10275 Little Patuxent Parkway
Columbia, MD 21044-3456

Assistant Secretary

Gregory E. Zimmerman
THE ROUSE COMPANY
10275 Little Patuxent Parkway
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Assistant Secretary

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James D. Lano
THE ROUSE COMPANY
10275 Little Patuxent Parkway
Columbia, MD 21044-3456

Vice-President & Associate General Counsel & Assistant
Secretary

David R. Schiesow
THE ROUSE COMPANY
10275 Little Patuxent Parkway
Columbia, MD 21044-3456

Vice-President & Associate General Counsel & Assistant
Secretary

John W. Steele, III
THE ROUSE COMPANY
10275 Little Patuxent Parkway
Columbia, MD 21044-3456

Vice-President & Associate General Counsel & Assistant
Secretary

Nancy E. Everett
THE ROUSE COMPANY
10275 Little Patuxent Parkway
Columbia, MD 21044-3456

Assistant Secretary

Vicki B Finklestein
THE ROUSE COMPANY
10275 Little Patuxent Parkway
Columbia, MD 21044-3456

Assistant Secretary

Denise E. Jackson
THE ROUSE COMPANY
10275 Little Patuxent Parkway
Columbia, MD 21044-3456

Assistant Secretary

E. Bernard Justis
THE ROUSE COMPANY
10275 Little Patuxent Parkway
Columbia, MD 21044-3456

Assistant Secretary

Arianne Hale Monroe
THE ROUSE COMPANY
10275 Little Patuxent Parkway
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Assistant Secretary

M. Lucinda Motsko
THE ROUSE COMPANY
10275 Little Patuxent Parkway
Columbia, MD 21044-3456

Assistant Secretary

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Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "WEST KENDALL REIT, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TENTH DAY OF MARCH, A.D. 1998.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID CORPORATION IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE NOT HAVING BEEN CANCELLED OR DISSOLVED SO FAR AS THE RECORDS OF THIS OFFICE SHOW AND IS DULY AUTHORIZED TO TRANSACT BUSINESS.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "WEST KENDALL REIT, INC." WAS INCORPORATED ON THE TWENTY-THIRD DAY DECEMBER, A.D. 1997.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.



Edward J. Freel

Edward J. Freel, Secretary of State

2835400 8300

AUTHENTICATION:

8961947

981090604

DATE:

03-10-98